

Form 990

Return of Organization Exempt From Income Tax

2012

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

► The organization may have to use a copy of this return to satisfy state reporting requirements

Open to Public Inspection

A For the 2012 calendar year, or tax year beginning 01-01-2012 , 2012, and ending 12-31-2012

B Check if applicable	C Name of organization GEORGE C MARSHALL RESEARCH FOUNDATION		D Employer identification number 54-6052427
<input type="checkbox"/> Address change	Doing Business As		
<input type="checkbox"/> Name change			
<input type="checkbox"/> Initial return	Number and street (or P O box if mail is not delivered to street address)	Room/suite	E Telephone number (540) 463-7103
<input type="checkbox"/> Terminated			
<input type="checkbox"/> Amended return	City or town, state or country, and ZIP + 4		
<input type="checkbox"/> Application pending	LEXINGTON, VA 24450		G Gross receipts \$ 1,230,309

F Name and address of principal officer
BRIAN D SHAW
PO BOX 1600
LEXINGTON, VA 24450H(a) Is this a group return for affiliates?
 Yes NoH(b) Are all affiliates included? Yes No
If "No," attach a list (see instructions)

H(c) Group exemption number ►

I Tax-exempt status 501(c)(3) 501(c) () (insert no) 4947(a)(1) or 527

J Website: ► WWW MARSHALLFOUNDATION ORG

K Form of organization Corporation Trust Association Other ► L Year of formation 1953 M State of legal domicile VA

Part I Summary

1 Briefly describe the organization's mission or most significant activities THE MISSION OF THE GEORGE C MARSHALL FOUNDATION IS TO PROMOTE THE VALUES OF SELFLESS SERVICE, DEDICATED EFFORT AND STRENGTH OF CHARACTER EXEMPLIFIED BY MARSHALL'S LIFE AND LEADERSHIP IN WAR AND PEACE AND TO INSPIRE NEW GENERATIONS TO FOLLOW HIS EXAMPLE AS THEY FACE THE CHALLENGES OF THE FUTURE		
2 Check this box ► if the organization discontinued its operations or disposed of more than 25% of its net assets		
3 Number of voting members of the governing body (Part VI, line 1a)	3	30
4 Number of independent voting members of the governing body (Part VI, line 1b)	4	29
5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	26
6 Total number of volunteers (estimate if necessary)	6	1
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
b Net unrelated business taxable income from Form 990-T, line 34	7b	0

8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
9 Program service revenue (Part VIII, line 2g)	1,335,990	676,227
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	168,437	166,145
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	452,230	312,085
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	-249,836	-20,652
	1,706,821	1,133,805

13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	Prior Year	Current Year
14 Benefits paid to or for members (Part IX, column (A), line 4)	36,636	13,767
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0	0
16a Professional fundraising fees (Part IX, column (A), line 11e)	1,081,823	1,067,706
b Total fundraising expenses (Part IX, column (D), line 25) ► 261,382	0	0
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	766,864	689,457
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	1,885,323	1,770,930
19 Revenue less expenses Subtract line 18 from line 12	-178,502	-637,125

20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
21 Total liabilities (Part X, line 26)	8,645,219	8,375,006
22 Net assets or fund balances Subtract line 21 from line 20	259,192	157,354
	8,386,027	8,217,652

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge

Sign Here	***** Signature of officer BRIAN D SHAW PRESIDENT Type or print name and title	2013-05-20 Date
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Paid Preparer Use Only	Print/Type preparer's name TONY M HARRIS JR	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN P00224272
	Firm's name ► BROWN EDWARDS & COMPANY LLP			Firm's EIN ► 54-0504608	
	Firm's address ► 319 MCCLANAHAN ST ROANOKE, VA 24014			Phone no (540) 345-0936	

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III **1 Briefly describe the organization's mission**

FOUNDED IN 1953 THE INDEPENDENT MARSHALL FOUNDATION KEEPS ALIVE THE VALUES THAT SHAPED AND MOTIVATED GEORGE C MARSHALL THE FOUNDATION PERPETUATES MARSHALL'S LEGACY, HIS LEADERSHIP QUALITIES AND EXEMPLARY CHARACTER THROUGH SCHOLARSHIP, LEADERSHIP AND INTERNATIONAL PROGRAMS AND A MUSEUM AND LIBRARY THAT OFFER A WIDE RANGE OF RESOURCES FOR USE BY THE GENERAL PUBLIC, SCHOLARS AND STUDENTS OF ALL AGES

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a	(Code) (Expenses \$ 361,116 including grants of \$)	(Revenue \$ 87,583)
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RESEARCH AND SCHOLARSHIP - THE ORGANIZATION'S PRINCIPAL PUBLICATION PROJECT, THE PAPERS OF GEORGE CATELETT MARSHALL, NOW IN THE SEVENTH AND FINAL VOLUME, PROVIDES A SCHOLARLY RESOURCE FOR HISTORIANS, STUDENTS AND OTHERS WHO STUDY THE LIFE AND CAREER OF MARSHALL AND THE FIRST HALF OF THE 20TH CENTURY

4b	(Code) (Expenses \$ 328,212 including grants of \$ 13,767)	(Revenue \$ 98,970)
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LEADERSHIP AND EDUCATION - THE ORGANIZATION CONDUCTS LEADERSHIP DEVELOPMENT PROGRAMS FOR TOP LEVEL GOVERNMENT OFFICIALS AND CORPORATE EXECUTIVES LECTURES ON TOPICS OF HISTORICAL AND INTERNATIONAL INTEREST ARE HELD EACH YEAR AT THE FOUNDATION AND IN OTHER LOCATIONS RESEARCH SCHOLARSHIPS ARE AWARDED TO UNDERGRADUATE STUDENTS CONDUCTING RESEARCH ON THE LIFE AND TIMES OF GEORGE C MARSHALL AWARDS IN HONOR OF GEORGE C MARSHALL ARE GIVEN TO SELECTED HIGH SCHOOL AND UNIVERSITY STUDENTS AT VARIOUS EDUCATIONAL INSTITUTIONS

4c	(Code) (Expenses \$ 227,166 including grants of \$)	(Revenue \$ 56,579)
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MUSEUM - THE ORGANIZATION OPERATES THE GEORGE C MARSHALL MUSEUM WHICH WAS OPEN TO THE PUBLIC 6 DAYS A WEEK THROUGHOUT 2012 AND RECEIVED MORE THAN 10,000 VISITORS INCLUDING SCHOOL GROUPS, VETERANS, ACTIVE DUTY PERSONNEL, NATIONAL AND INTERNATIONAL VISITORS INTERESTED IN WORLD WAR II, AND THE GENERAL PUBLIC THE MUSEUM CARES FOR AND MAINTAINS A VALUABLE COLLECTION OF ARTIFACTS FROM GEORGE C MARSHALL AND WORLD WARS I AND II

(Code) (Expenses \$ 41,424 including grants of \$)	(Revenue \$)
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PUBLICATIONS - TOPICS, THE SEMI-ANNUAL NEWSLETTER PUBLISHED BY THE ORGANIZATION, REPORTS ON PROGRAMS, EVENTS AND NEWS OF THE FOUNDATION

(Code) (Expenses \$ 209,661 including grants of \$)	(Revenue \$ 54,729)
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LIBRARY AND ARCHIVES - THE ORGANIZATION MAINTAINS AN INTERNATIONALLY RECOGNIZED RESEARCH LIBRARY AND ARCHIVES FOR STUDENTS, SCHOLARS, AND INTERESTED INDIVIDUALS THAT HOUSES MORE THAN TWO MILLION DOCUMENTS ON MILITARY AND DIPLOMATIC HISTORY INCLUDING MAPS, POSTERS, PHOTOGRAPHS, MICROFILM, VIDEOS AND FILMS FROM WWII AND THE POSTWAR PERIOD LIBRARY MATERIALS ARE BEING DIGITIZED AND POSTED TO THE FOUNDATION WEBSITE TO MAKE THEM GLOBALLY AVAILABLE IN 2012 THERE WERE NEARLY 1.5 MILLION HITS TO THE FOUNDATION'S WEBSITES WITH ACCESS BY INDIVIDUALS FROM OVER 120 COUNTRIES

4d Other program services (Describe in Schedule O)

(Expenses \$ 251,085 including grants of \$)	(Revenue \$ 54,729)
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4e Total program service expenses ►	1,167,579
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Part IV Checklist of Required Schedules

- 1** Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A
- 2** Is the organization required to complete Schedule B, *Schedule of Contributors* (see instructions)?
- 3** Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I
- 4** **Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II
- 5** Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III
- 6** Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I
- 7** Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II
- 8** Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III
- 9** Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV
- 10** Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V
- 11** If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable
- a** Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI
 - b** Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII
 - c** Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII
 - d** Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX
 - e** Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X
 - f** Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part XI
- 12a** Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII
- b** Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional
- 13** Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E
- 14a** Did the organization maintain an office, employees, or agents outside of the United States?
- b** Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV
- 15** Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV
- 16** Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV
- 17** Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)
- 18** Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II
- 19** Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III
- 20a** Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H
- b** If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?

	Yes	No
1	Yes	
2	Yes	
3		No
4		No
5		No
6		No
7		No
8	Yes	
9		No
10	Yes	
11a	Yes	
11b	Yes	
11c		No
11d		No
11e	Yes	
11f		No
12a		No
12b	Yes	
13		No
14a		No
14b		No
15		No
16		No
17		No
18	Yes	
19		No
20a		No
20b		

Part IV Checklist of Required Schedules (continued)

21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21		No
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22	Yes	
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23	Yes	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25	24a		No
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a		No
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	25b		No
26 Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II	26		No
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III	27		No
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28a		No
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b		No
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	28c		No
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	29	Yes	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	30	Yes	
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	31		No
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	32		No
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? If "Yes," complete Schedule R, Part I	33		No
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	34	Yes	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		No
b If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	35b		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	36		No
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	37		No
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	38	Yes	

Note. All Form 990 filers are required to complete Schedule O

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

		Yes	No
1a Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable . . .	1a	30	
b Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b	0	
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? . . .			
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return . . .	2a	26	
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)			
3a Did the organization have unrelated business gross income of \$1,000 or more during the year? . . .			
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O . . .			
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? . . .			
b If "Yes," enter the name of the foreign country ► See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . . .			
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T? . . .			
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions? . . .			
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? . . .			
7 Organizations that may receive deductible contributions under section 170(c).			
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor? . . .			
b If "Yes," did the organization notify the donor of the value of the goods or services provided? . . .			
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? . . .			
d If "Yes," indicate the number of Forms 8282 filed during the year	7d		
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . .			
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . .			
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? . . .			
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? . . .			
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? . . .			
9 Sponsoring organizations maintaining donor advised funds.			
a Did the organization make any taxable distributions under section 4966? . . .			
b Did the organization make a distribution to a donor, donor advisor, or related person? . . .			
10 Section 501(c)(7) organizations. Enter			
a Initiation fees and capital contributions included on Part VIII, line 12 . . .	10a		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b		
11 Section 501(c)(12) organizations. Enter			
a Gross income from members or shareholders . . .	11a		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them) . . .	11b		
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041? . . .			
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O			
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans . . .	13b		
c Enter the amount of reserves on hand . . .	13c		
14a Did the organization receive any payments for indoor tanning services during the tax year? . . .			
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O . . .			No
			14b

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

			Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year	1a	30		
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O				
b Enter the number of voting members included in line 1a, above, who are independent	1b	29		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2		No	
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3		No	
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4		No	
5 Did the organization become aware during the year of a significant diversion of the organization's assets?	5		No	
6 Did the organization have members or stockholders?	6		No	
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a		No	
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b		No	
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following	8a	Yes		
a The governing body?	8b	Yes		
b Each committee with authority to act on behalf of the governing body?	9		No	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O				

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a Did the organization have local chapters, branches, or affiliates?	10a	No	
b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b		
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes	
b Describe in Schedule O the process, if any, used by the organization to review this Form 990			
12a Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	Yes	
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes	
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	Yes	
13 Did the organization have a written whistleblower policy?	13	Yes	
14 Did the organization have a written document retention and destruction policy?	14	Yes	
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?	15a	Yes	
a The organization's CEO, Executive Director, or top management official	15b	Yes	
b Other officers or key employees of the organization If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)			
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	No	
b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

- 17** List the States with which a copy of this Form 990 is required to be filed VA , NY
- 18** Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply
 Own website Another's website Upon request Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization
 CAROL WHEELER 1600 VMI PARADE LEXINGTON, VA (540) 463-7103

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid
 - List all of the organization's **current** key employees, if any See instructions for definition of "key employee "
 - List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations
 - List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations
 - List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order: individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

[View Details](#) | [Edit](#) | [Delete](#)

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ►1

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	3	No
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	4	Yes
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>	5	No

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

Part VIII Statement of Revenue

Check if Schedule O contains a response to any question in this Part VIII

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns 1a				
	b Membership dues 1b				
	c Fundraising events 1c	145,600			
	d Related organizations 1d				
	e Government grants (contributions) 1e	87,583			
	f All other contributions, gifts, grants, and similar amounts not included above 1f	443,044			
	g Noncash contributions included in lines 1a-1f \$				
	h Total. Add lines 1a-1f ►	676,227			
Program Service Revenue		Business Code			
	2a LEADERSHIP AND EDUCATI	900099	142,471	142,471	
	b MUSEUM ADMISSIONS	900099	19,125	19,125	
	c LIBRARY & ARCHIVE SERV	900099	4,549	4,549	
	d				
	e				
	f All other program service revenue				
	g Total. Add lines 2a-2f ►	166,145			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) ►	50,490			50,490
	4 Income from investment of tax-exempt bond proceeds ►				
	5 Royalties ►				
	6a Gross rents	(i) Real	(ii) Personal		
	b Less rental expenses				
	c Rental income or (loss)				
	d Net rental income or (loss) ►				
	7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other		
	b Less cost or other basis and sales expenses	261,680	500		
	c Gain or (loss)	585	0		
	d Net gain or (loss) ►	261,095	500	261,595	261,595
	8a Gross income from fundraising events (not including \$ 145,600 of contributions reported on line 1c) See Part IV, line 18				
	a	17,900			
	b Less direct expenses b	57,986			
	c Net income or (loss) from fundraising events ►		-40,086		-40,086
	9a Gross income from gaming activities See Part IV, line 19	a			
	b Less direct expenses b				
	c Net income or (loss) from gaming activities ►				
	10a Gross sales of inventory, less returns and allowances	a			
	b Less cost of goods sold b	36,990			
	c Net income or (loss) from sales of inventory ►	37,933		-943	-943
	Miscellaneous Revenue	Business Code			
	11a CHANGE IN VALUE OF SPL	900099	19,582		19,582
	b SHIPPING CHARGES REIMB	900099	463		463
	c OTHER REVENUE	900099	332		332
	d All other revenue				
	e Total. Add lines 11a-11d ►	20,377			
	12 Total revenue. See Instructions ►	1,133,805	166,145	0	291,433

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns All other organizations must complete column (A)

Check if Schedule O contains a response to any question in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States See Part IV, line 21				
2 Grants and other assistance to individuals in the United States See Part IV, line 22	13,767	13,767		
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees . . .	345,475	162,165	140,578	42,732
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . .	722,231	469,594	73,066	179,571
7 Other salaries and wages				
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) . . .				
9 Other employee benefits . . .				
10 Payroll taxes . . .				
11 Fees for services (non-employees)				
a Management . . .				
b Legal . . .	7,667	5,440	2,227	
c Accounting . . .				
d Lobbying . . .				
e Professional fundraising services See Part IV, line 17				
f Investment management fees . . .	54,082		54,082	
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O) . . .	217,471	192,821	5,800	18,850
12 Advertising and promotion . . .	2,179	1,980		199
13 Office expenses . . .	103,228	52,529	14,157	36,542
14 Information technology . . .				
15 Royalties . .				
16 Occupancy . . .	118,687	95,162	13,595	9,930
17 Travel . . .	80,002	49,052	19,406	11,544
18 Payments of travel or entertainment expenses for any federal, state, or local public officials . . .				
19 Conferences, conventions, and meetings . . .	77,408	53,526	10,386	13,496
20 Interest . . .				
21 Payments to affiliates . . .				
22 Depreciation, depletion, and amortization . . .	86,719	71,543	8,672	6,504
23 Insurance . . .				
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a	-57,986			-57,986
b				
c				
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	1,770,930	1,167,579	341,969	261,382
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here ► if following SOP 98-2 (ASC 958-720)				

Part X Balance SheetCheck if Schedule O contains a response to any question in this Part X

		(A) Beginning of year	(B) End of year	
Assets	1 Cash—non-interest-bearing	425,948	1 140,725	
	2 Savings and temporary cash investments		2	
	3 Pledges and grants receivable, net	482,564	3 289,588	
	4 Accounts receivable, net	202,671	4 209,658	
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use	33,211	8 7,812	
	9 Prepaid expenses and deferred charges	21,731	9 16,649	
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 3,018,704		
	b Less accumulated depreciation	10b 1,867,832	1,231,978	10c 1,150,872
	11 Investments—publicly traded securities		11	
	12 Investments—other securities See Part IV, line 11		6,247,116	12 6,559,702
	13 Investments—program-related See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets See Part IV, line 11		15	
16 Total assets. Add lines 1 through 15 (must equal line 34)		8,645,219	16 8,375,006	
Liabilities	17 Accounts payable and accrued expenses	205,266	17 105,279	
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D		53,926	25 52,075
	26 Total liabilities. Add lines 17 through 25		259,192	26 157,354
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	2,317,076	27 2,619,469	
	28 Temporarily restricted net assets	1,566,757	28 1,094,864	
	29 Permanently restricted net assets	4,502,194	29 4,503,319	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	8,386,027	33 8,217,652	
	34 Total liabilities and net assets/fund balances	8,645,219	34 8,375,006	

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response to any question in this Part XI

1 Total revenue (must equal Part VIII, column (A), line 12)	1	1,133,805
2 Total expenses (must equal Part IX, column (A), line 25)	2	1,770,930
3 Revenue less expenses Subtract line 2 from line 1	3	-637,125
4 Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	8,386,027
5 Net unrealized gains (losses) on investments	5	466,669
6 Donated services and use of facilities	6	
7 Investment expenses	7	
8 Prior period adjustments	8	2,081
9 Other changes in net assets or fund balances (explain in Schedule O)	9	0
10 Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	8,217,652

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII

	Yes	No
1 Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2a	No
2b Were the organization's financial statements audited by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2b	No
2c If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c	
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a	No
3b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b	

SCHEDULE A
(Form 990 or 990EZ)**Public Charity Status and Public Support****2012****Open to Public
Inspection**Department of the Treasury
Internal Revenue Service

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

Name of the organization

GEORGE C MARSHALL RESEARCH FOUNDATION

Employer identification number

54-6052427

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II)
- 8 A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 9 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2)**. (Complete Part III)
- 10 An organization organized and operated exclusively to test for public safety See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h
- e a Type I b Type II c Type III - Functionally integrated d Type III - Non-functionally integrated
- f By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
- g If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- h Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
- (ii) A family member of a person described in (i) above?
- (iii) A 35% controlled entity of a person described in (i) or (ii) above?
- i Provide the following information about the supported organization(s)

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?	(vi) Is the organization in col (i) organized in the U S ?	(vii) Amount of monetary support
			Yes	No			
Total							

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")	1,781,399	980,118	1,340,064	1,335,990	694,127	6,131,698
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	1,781,399	980,118	1,340,064	1,335,990	694,127	6,131,698
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						1,063,966
6 Public support. Subtract line 5 from line 4						5,067,732

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	1,781,399	980,118	1,340,064	1,335,990	694,127	6,131,698
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	133,007	134,895	187,013	103,035	170	558,120
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)	405	10,147	7,001	3,803	332	21,688
11 Total support (Add lines 7 through 10)						6,711,506
12 Gross receipts from related activities, etc (see instructions)					12	2,829,953
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	75 510 %
15 Public support percentage for 2011 Schedule A, Part II, line 14	15	77 030 %

- 16a **33 1/3% support test—2012.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here**. The organization qualifies as a publicly supported organization ►✓
- b **33 1/3% support test—2011.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here**. The organization qualifies as a publicly supported organization ►□
- 17a **10%-facts-and-circumstances test—2012.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here**. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ►□
- b **10%-facts-and-circumstances test—2011.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here**. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ►□
- 18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ►□

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 Total support. (Add lines 9, 10c, 11, and 12)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15
16 Public support percentage from 2011 Schedule A, Part III, line 15	16

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18
19a 33 1/3% support tests—2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization	
b 33 1/3% support tests—2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization	
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions	

Part IV Supplemental Information. Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Explanation

SCHEDULE D
(Form 990)**Supplemental Financial Statements****2012****Open to Public
Inspection**Department of the Treasury
Internal Revenue Service

► Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b
 ► Attach to Form 990. ► See separate instructions.

Name of the organization

GEORGE C MARSHALL RESEARCH FOUNDATION

Employer identification number

54-6052427

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		

- 5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? Yes No
- 6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? Yes No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)	<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education) <input type="checkbox"/> Preservation of an historically important land area
	<input type="checkbox"/> Protection of natural habitat <input type="checkbox"/> Preservation of a certified historic structure
	<input type="checkbox"/> Preservation of open space
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year	
a Total number of conservation easements	Held at the End of the Year
b Total acreage restricted by conservation easements	2a
c Number of conservation easements on a certified historic structure included in (a)	2b
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2c
	2d

- 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► _____
- 4 Number of states where property subject to conservation easement is located ► _____
- 5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? Yes No
- 6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year
► _____
- 7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year
► \$ _____
- 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? Yes No
- 9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.
Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

- 1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items
- b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

- (i) Revenues included in Form 990, Part VIII, line 1 ► \$ _____
- (ii) Assets included in Form 990, Part X ► \$ _____
- 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items
- a Revenues included in Form 990, Part VIII, line 1 ► \$ _____
- b Assets included in Form 990, Part X ► \$ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

- | | |
|--|--|
| a <input checked="" type="checkbox"/> Public exhibition | d <input checked="" type="checkbox"/> Loan or exchange programs |
| b <input checked="" type="checkbox"/> Scholarly research | e <input type="checkbox"/> Other |
| c <input checked="" type="checkbox"/> Preservation for future generations | |

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII

5 During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIII and complete the following table

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	3,449,977	3,825,774	3,473,822	3,050,335	4,562,062
b Contributions	1,125	2,350	5,350	3,656	111,383
c Net investment earnings, gains, and losses	450,242	-162,532	606,396	777,793	-1,535,140
d Grants or scholarships					
e Other expenditures for facilities and programs	-224,909	-215,615	-259,794	-357,962	-87,970
f Administrative expenses					
g End of year balance	3,676,435	3,449,977	3,825,774	3,473,822	3,050,335

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

a Board designated or quasi-endowment ►

b Permanent endowment ► 100 000 %

c Temporarily restricted endowment ►

The percentages in lines 2a, 2b, and 2c should equal 100%

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

	Yes	No
3a(i)	Yes	
3a(ii)		No
3b		

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIII the intended uses of the organization's endowment funds

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

	Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land					
b Buildings		1,955,336		929,588	1,025,748
c Leasehold improvements					
d Equipment		1,063,368		938,244	125,124
e Other					
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)					1,150,872

Part VII Investments—Other Securities. See Form 990, Part X, line 12

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) CASH EQUIV-POOLED INVEST	65,597	F
(B) EQUITIES - POOLED INVEST	2,938,747	F
(C) FIXED INC - POOLED INVEST	655,970	F
(D) ABSOLUTE RETURN FUNDS	1,646,485	F
(E) TIPS	321,425	F
(F) REAL ESTATE	341,105	F
(G) NATURAL RESOURCES	177,112	F
(H) PVT EQ/VENTURE CAPITAL	413,261	F
Total. (Column (b) must equal Form 990, Part X, col. (B), line 12.)	6,559,702	

Part VIII Investments—Program Related See Form 990 Part X line 13

(a) Description of investment type **(b) Book value**

Total. (Column (b) must equal Form 990, Part X, col (B) line 13.)

Part IX Other Assets. See Form 990, Part X, line 15

Total (Column (b)) must equal Form 822, Part X, col (B), line 15.

Part X Other Liabilities See Form 990, Part X, Inc. 25

Part X	Other Liabilities. See Form 990, Part X, line 25.	
1	(a) Description of liability	(b) Book value
Federal income taxes		
ANNUITY PAYABLE		31,73
ANNUITY PAYABLE		20,34
Total (Column (b) must equal Form 990, Part X, col (B), line 25.)		52,07

2. Fin 48 (ASC 740) Footnote In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII.

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	1,858,523
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	466,669
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII)	2d	395,953
e	Add lines 2a through 2d	2e	862,622
3	Subtract line 2e from line 1	3	995,901
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	54,082
b	Other (Describe in Part XIII)	4b	83,822
c	Add lines 4a and 4b	4c	137,904
5	Total revenue Add lines 3 and 4c . (This must equal Form 990, Part I, line 12)	5	1,133,805

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	2,014,162
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII)	2d	381,136
e	Add lines 2a through 2d	2e	381,136
3	Subtract line 2e from line 1	3	1,633,026
4	Amounts included on Form 990, Part IX, line 25, but not on line 1 :		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	54,082
b	Other (Describe in Part XIII)	4b	83,822
c	Add lines 4a and 4b	4c	137,904
5	Total expenses Add lines 3 and 4c . (This must equal Form 990, Part I, line 18)	5	1,770,930

Part XIII Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

Identifier	Return Reference	Explanation
	PART III, LINE 1A	AS WITH MANY MUSEUMS AND LIBRARIES, THE FOUNDATION'S COLLECTION OF DOCUMENTS, HISTORICAL DATA, PERSONAL PROPERTY, AND BOOKS ARE NOT INCLUDED IN THE STATEMENTS OF FINANCIAL POSITION. THE CURATOR OF MILITARY HISTORY AT THE SMITHSONIAN INSTITUTE APPRAISED THE COLLECTION AT A VALUE OF APPROXIMATELY \$7 MILLION IN 1972. ACCESSIONS AND DEACCESSIONS SINCE THAT TIME HAVE NOT BEEN APPRAISED.
	PART III, LINE 4	THE GEORGE C. MARSHALL FOUNDATION'S MUSEUM, LIBRARY AND ARCHIVES FURTHER THE EXEMPT PURPOSE OF THE ORGANIZATION TO EDUCATE THE GENERAL PUBLIC, STUDENTS, AND SCHOLARS ON THE CHANGING ROLE OF THE UNITED STATES DURING THE 20TH CENTURY IN MILITARY AND DIPLOMATIC AFFAIRS AS SEEN THROUGH THE LIFE AND EXAMPLE OF GEORGE C. MARSHALL. THE MUSEUM, LIBRARY, AND ARCHIVES FULFILL THE FOUNDATION'S MISSION BY COLLECTING, INTERPRETING, EXHIBITING, EDUCATING, AND RESEARCHING THE IDEALS, VALUES AND MATERIAL OBJECTS ASSOCIATED WITH GENERAL MARSHALL AND HIS CONTEMPORARIES. TYPES OF OBJECTS INCLUDE ARTIFACTS, DOCUMENTS, AND PHOTOGRAPHS RELATING TO THE PERSONAL AND PROFESSIONAL LIFE OF GENERAL MARSHALL, MATERIALS RELATED TO THE MILITARY AND DIPLOMATIC CONTEMPORARIES OF GEORGE C. MARSHALL AS WELL AS THE UNITED STATES ARMED FORCES AND ARMED FORCES OF OTHER NATIONS, 1898-1959, MILITARY MEMORABILIA 1898-1959, AND EPHEMERA RELATING TO THE COLD WAR ERA, 1946-1990. IN TOTAL THE MUSEUM HOUSES A COLLECTION OF MORE THAN 2,400 MARSHALL-ERA ITEMS, INCLUDING THE NOBEL PRIZE FOR PEACE. THE MARSHALL LIBRARY AND ARCHIVES HOUSE MORE THAN TWO MILLION DOCUMENTS ON MILITARY AND DIPLOMATIC HISTORY, A GROWING ROSTER OF FULL-TEXT DIGITAL COLLECTIONS ON ITS WEB SITE, MORE THAN 2,800 MAPS FROM WWI AND WWII, A WORLD-CLASS COLLECTION OF PROPAGANDA POSTERS, MORE THAN 30,000 PHOTOGRAPHS FROM THE OFFICE OF WAR INFORMATION AND THE SIGNAL CORPS, AND MORE THAN 400 MOTION PICTURE REELS FROM WWII AND THE POST WAR PERIOD.
DESCRIPTION OF INTENDED USE OF ENDOWMENT FUNDS	PART V, LINE 4	THE ORGANIZATION'S PERMANENT ENDOWMENT FUNDS ARE INTENDED TO SUPPORT THE ONGOING ACTIVITIES OF THE ORGANIZATION IN PERPETUITY INCLUDING THE LIBRARY AND ARCHIVES, SCHOLARSHIPS, EDUCATION AND PROGRAM SERVICES, AWARDS, AND OTHER ACTIVITIES.
PART XI, LINE 2D - OTHER ADJUSTMENTS		C CORPORATION EARNINGS INCLUDED IN CONSOLIDATED AUDIT 300,034 INVENTORY PURCHASES 37,933 FUNDRAISING EXPENSES 57,986
PART XI, LINE 4B - OTHER ADJUSTMENTS		OCCUPANCY FROM OUTREACH 60,000 ADMINISTRATIVE FROM OUTREACH 23,822
PART XII, LINE 2D - OTHER ADJUSTMENTS		INVENTORY PURCHASES 37,933 C CORPORATION EXPENSES INCLUDED IN CONSOLIDATED AUDIT 285,217 FUNDRAISING EXPENSES 57,986
PART XII, LINE 4B - OTHER ADJUSTMENTS		OCCUPANCY FROM OUTREACH 60,000 ADMINISTRATIVE FROM OUTREACH 23,822

Additional Data

Software ID:
Software Version:
EIN: 54-6052427
Name: GEORGE C MARSHALL RESEARCH FOUNDATION

Form 990, Schedule D, Part VII - Investments— Other Securities

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(3) Other (A) CASH EQUIV-POOLED INVEST	65,597	F
(B) EQUITIES - POOLED INVEST	2,938,747	F
(C) FIXED INC - POOLED INVEST	655,970	F
(D) ABSOLUTE RETURN FUNDS	1,646,485	F
(E) TIPS	321,425	F
(F) REAL ESTATE	341,105	F
(G) NATURAL RESOURCES	177,112	F
(H) PVT EQ/VENTURE CAPITAL	413,261	F

SCHEDULE G
(Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a. Form 990-EZ filers are not required to complete this part.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

OMB No 1545-0047

2012

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Inspection**

Department of the Treasury
Internal Revenue Service

Name of the organization

GEORGE C MARSHALL RESEARCH FOUNDATION

Employer identification number

54-6052427

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

- 1** Indicate whether the organization raised funds through any of the following activities. Check all that apply

a Mail solicitations **e** Solicitation of non-government grants
b Internet and email solicitations **f** Solicitation of government grants
c Phone solicitations **g** Special fundraising events
d In-person solicitations

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? Yes No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization

- 3** List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1 GOODMASTER AWARD EVENT (event type)	(b) Event #2 (event type)	(c) Other events (total number)	(d) Total events (add col (a) through col (c))
Revenue	1 Gross receipts . . .	163,500			163,500
	2 Less Contributions . . .	145,600			145,600
	3 Gross income (line 1 minus line 2) . . .	17,900			17,900
Direct Expenses	4 Cash prizes . . .	0			
	5 Noncash prizes . . .	425			425
	6 Rent/facility costs . . .	9,716			9,716
	7 Food and beverages . . .	24,505			24,505
	8 Entertainment . . .	150			150
	9 Other direct expenses . . .	23,190			23,190
	10 Direct expense summary Add lines 4 through 9 in column (d)				(57,986)
	11 Net income summary Combine line 3, column (d), and line 10				-40,086

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Non-cash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No	
	7 Direct expense summary Add lines 2 through 5 in column (d)				
	8 Net gaming income summary Combine lines 1 and 7 in column (d)				

9 Enter the state(s) in which the organization operates gaming activities _____

a Is the organization licensed to operate gaming activities in each of these states? Yes No

b If "No," explain _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No

b If "Yes," explain _____

Does the organization operate gaming activities with nonmembers? Yes No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No

13 Indicate the percentage of gaming activity operated in

- | |
|-----|
| 13a |
| 13b |
- a** The organization's facility
 - b** An outside facility

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records

Name ► _____

Address ► _____

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No

b If "Yes," enter the amount of gaming revenue received by the organization ► \$ _____ and the amount of gaming revenue retained by the third party ► \$ _____

c If "Yes," enter name and address of the third party

Name ► _____

Address ► _____

16 Gaming manager information

Name ► _____

Gaming manager compensation ► \$ _____

Description of services provided ► _____

Director/officer

Employee

Independent contractor

17 Mandatory distributions

- a** Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No
- b** Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ _____

Part IV Supplemental Information. Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

Identifier	Return Reference	Explanation
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Schedule I (Form 990)

Grants and Other Assistance to Organizations, Governments and Individuals in the United States

Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.

► Attach to Form 990

2012

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Inspection**

Department of the Treasury
Internal Revenue Service

Name of the organization
GEORGE C MARSHALL RESEARCH FOUNDATION

Employer identification number

54-6052427

Part I General Information on Grants and Assistance

- 1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

(a) Name and address of
organization
or government

(b) EIN

(c) IRC Code
section
if applicable

(d) Amount of cash grant

(e) Amount of non cash assistance

(f) Method of valuation (book, FMV, appraisal, other)

(g) Description of non-cash assistance

(h) Purpose of grant or assistance

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
 Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
(1) MARSHALL UNDERGRADUATE SCHOLARS GRANTS	21	5,750		65 WHOLESALE COST	BOOKS ON GEORGE C MARSHALL
(2) NATIONAL HISTORY DAY	1	1,500			
(3) MARSHALL AWARD FOR STRATEGIC STUDIES WRITING	1	500			
(4) STATESMEN AWARD, GEORGE C MARSHALL HIGH SCH	2	500			
(5) RIDGWAY AWARD	1		249 WHOLESALE COST		BOOKS ON GEORGE C MARSHALL
(6) BARUCH FELLOWSHIP-REMAINDER OF PRIOR GRANTS	7	1,050			

Part IV Supplemental Information.

Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information

Identifier	Return Reference	Explanation
		THE ORGANIZATION'S GRANTS ARE AWARDED FOR SCHOLARLY RESEARCH THE ONLY NON-CASH ASSISTANCE PROVIDED ARE BOOKS ON GEORGE C MARSHALL #1 THE MARSHALL UNDERGRADUATE SCHOLAR GRANTS PROVIDE \$250 TO EACH STUDENT SUBMITTING A RESEARCH PAPER ON MID-TWENTIETH CENTURY U S HISTORY UNDERGRADUATE SCHOLARS WORK UNDER THE DIRECTION OF A PROFESSOR AT THEIR HOME UNIVERSITY AND ATTEND TWO WORKSHOPS AT THE FOUNDATION THEIR RESEARCH EFFORTS ARE ADVISED BY THE FOUNDATION'S PROGRAM DIRECTOR AND A FOUNDATION SPONSORED FACULTY ADVISOR THE ORGANIZATION RETAINS COPIES OF FINAL RESEARCH PAPERS #6 THE BARUCH FELLOWSHIP AWARDS IN 2012 REPRESENTED THE 10% OUTSTANDING ON FELLOWSHIPS AWARDED IN A PRIOR YEAR THIS PAYMENT IS MADE UPON RECEIPT OF TANGIBLE EVIDENCE OF SCHOLARLY ACCOMPLISHMENTS AND AN ACCOUNTING OF HOW GRANT FUNDS WERE SPENT COPIES OF FINAL RESEARCH PAPERS ARE RETAINED BY THE ORGANIZATION #2 THIS AWARD IS GIVEN AT THE NATIONAL HISTORY DAY COMPETITION FOR A RESEARCH PROJECT ON GEORGE C MARSHALL #3-#5 THESE AWARDS ARE GIVEN AT HIGH SCHOOL AND COLLEGE COMMENCEMENT CEREMONIES

Schedule J (Form 990)

Compensation Information

OMB No 1545-0047

2012

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Department of the Treasury
Internal Revenue Service

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

► Complete if the organization answered "Yes" to Form 990, Part IV, question 23.

► Attach to Form 990. ► See separate instructions.

Name of the organization
GEORGE C MARSHALL RESEARCH FOUNDATION

Employer identification number

54-6052427

Part I Questions Regarding Compensation

	Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items	
	<input type="checkbox"/>	Housing allowance or residence for personal use
	<input type="checkbox"/>	Payments for business use of personal residence
	<input type="checkbox"/>	Health or social club dues or initiation fees
	<input type="checkbox"/>	Personal services (e.g., maid, chauffeur, chef)
1b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	
3	Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III	
	<input type="checkbox"/>	Compensation committee
	<input type="checkbox"/>	Written employment contract
	<input type="checkbox"/>	Independent compensation consultant
	<input type="checkbox"/>	Compensation survey or study
	<input checked="" type="checkbox"/>	Form 990 of other organizations
	<input type="checkbox"/>	Approval by the board or compensation committee
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization	
a	Receive a severance payment or change-of-control payment?	
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	
c	Participate in, or receive payment from, an equity-based compensation arrangement?	
If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III		
Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.		
5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of	
a	The organization?	
b	Any related organization?	
If "Yes," to line 5a or 5b, describe in Part III		
6	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of	
a	The organization?	
b	Any related organization?	
If "Yes," to line 6a or 6b, describe in Part III		
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III	
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) BRIAN D SHAW - EX-OFFICIO TRUSTEE PRESIDENT	(i) 183,960 0	(ii) 33,666 0	(iii) 17,636 0	11,713 0	23,400 0	270,375 0	0 0

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II
Also complete this part for any additional information

Identifier	Return Reference	Explanation
	PART I, LINE 1A	THE BOARD APPOINTED BRIAN SHAW PRESIDENT IN JANUARY 2008 SINCE HE RESIDES IN RICHMOND, THE BOARD DETERMINED AN APARTMENT SHOULD BE PROVIDED FOR HIM IN LEXINGTON, VA. THE RENT AND COST OF UTILITIES ARE ADDED TO HIS ANNUAL COMPENSATION AS NON-MONETARY INCOME AND ARE INCLUDED IN HIS W-2 WAGES

SCHEDULE M
(Form 990)**Noncash Contributions**

OMB No 1545-0047

2012**Open to Public
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Internal Revenue Service

►Complete if the organization answered "Yes" on Form
990, Part IV, lines 29 or 30.
►Attach to Form 990.

Name of the organization
GEORGE C MARSHALL RESEARCH FOUNDATION

Employer identification number

54-6052427

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art—Works of art				
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded				
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous	X	4	28,554	FMV
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► (_____)				
26 Other ► (_____)				
27 Other ► (_____)				
28 Other ► (_____)				
29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement			29	

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?	30a	No
b If "Yes," describe the arrangement in Part II		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	31	Yes
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?	32a	No
b If "Yes," describe in Part II		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II		

Part II Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
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Schedule M (Form 990) (2012)

SCHEDULE O
(Form 990 or 990-EZ)Department of the Treasury
Internal Revenue Service**Supplemental Information to Form 990 or 990-EZ**

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
► Attach to Form 990 or 990-EZ.

2012**Open to Public
Inspection**

Name of the organization

GEORGE C MARSHALL RESEARCH FOUNDATION

Employer identification number

54-6052427

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 11	FORM 990 IS REVIEWED BY THE PRESIDENT OF THE FOUNDATION, THE FINANCE COMMITTEE AND ALL BOARD MEMBERS BEFORE FILING WITH THE IRS
	FORM 990, PART VI, SECTION B, LINE 12C	THE PRESIDENT'S EXECUTIVE ASSISTANT KEEPS A FILE OF ALL SUBMITTED CONFLICT OF INTEREST STATEMENTS AND CONTACTS TRUSTEES, OFFICERS, AND EMPLOYEES WHO DO NOT RESPOND IN A TIMELY MANNER. THE SECRETARY OF THE BOARD REVIEWS THE RESPONSE LIST SEVERAL TIMES A YEAR AND ALSO REQUESTS REMINDER NOTICES, IF NECESSARY
	FORM 990, PART VI, SECTION B, LINE 15	THE BOARD DETERMINES THE PRESIDENT'S COMPENSATION AND APPROVES THE BUDGET WHICH INCLUDES ALL EMPLOYEE COMPENSATION
	FORM 990, PART VI, SECTION C, LINE 19	THE ORGANIZATION'S GOVERNING DOCUMENTS, CONFLICT OF INTEREST, WHISTLEBLOWER, AND DOCUMENT RETENTION POLICIES ARE AVAILABLE ON THE ORGANIZATION'S WEBSITE. THE FORM 990 AND AUDITED FINANCIAL STATEMENTS ARE AVAILABLE UPON REQUEST
OTHER FEES	FORM 990, PART IX, LINE 11G	CONSULTANTS AND OTHER PROFESSIONAL FEES PROGRAM SERVICE EXPENSES 192,821 MANAGEMENT AND GENERAL EXPENSES 5,800 FUNDRAISING EXPENSES 18,850 TOTAL EXPENSES 217,471
	FORM 990, PART XII, LINE 2C	THE REVIEW PROCESS REMAINS THE SAME AS IN PAST YEARS

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2012

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Name of the organization

GEORGE C MARSHALL RESEARCH FOUNDATION

Employer identification number

54-6052427

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a** Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity
- b** Gift, grant, or capital contribution to related organization(s)
- c** Gift, grant, or capital contribution from related organization(s)
- d** Loans or loan guarantees to or for related organization(s)
- e** Loans or loan guarantees by related organization(s)

- f** Dividends from related organization(s)
- g** Sale of assets to related organization(s)
- h** Purchase of assets from related organization(s)
- i** Exchange of assets with related organization(s)
- j** Lease of facilities, equipment, or other assets to related organization(s)

- k** Lease of facilities, equipment, or other assets from related organization(s)
- l** Performance of services or membership or fundraising solicitations for related organization(s)
- m** Performance of services or membership or fundraising solicitations by related organization(s)
- n** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- o** Sharing of paid employees with related organization(s)

- p** Reimbursement paid to related organization(s) for expenses
- q** Reimbursement paid by related organization(s) for expenses

- r** Other transfer of cash or property to related organization(s)
- s** Other transfer of cash or property from related organization(s)

	Yes	No
1a		No
1b		No
1c		No
1d		No
1e		No
1f		No
1g		No
1h		No
1i		No
1j		No
1k		No
1l	Yes	
1m		No
1n	Yes	
1o		No
1p		No
1q	Yes	
1r		No
1s		No

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) GEORGE C MARSHALL RESEARCH FOUNDATION	M	60,000	SIGNED AGREEMENT
(2) GEORGE C MARSHALL RESEARCH FOUNDATION	K	23,822	SIGNED AGREEMENT
(3) GEORGE C MARSHALL RESEARCH FOUNDATION	P	0	

Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions)

Identifier	Return Reference	Explanation
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Additional Data

Software ID:
Software Version:
EIN: 54-6052427
Name: GEORGE C MARSHALL RESEARCH FOUNDATION

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Or director	Individual trustee	Institutional Trustee	Officer	Key employee			
DAVID M ABSHIRE TRUSTEE	0 00	X					0	0	0
CHRISTINE K CARRICO TREASURER	2 00	X		X			0	0	0
ROBERT B CHARLES TRUSTEE	0 00	X					0	0	0
RICHARD A CODY TRUSTEE	0 00	X					0	0	0
CHARLES W DYKE TRUSTEE	2 00	X					0	0	0
GEORGE W FORESMAN TRUSTEE	0 00	X					0	0	0
THOMAS H HENRIKSEN TRUSTEE	0 00	X					0	0	0
JOHN M KEANE BOARD VICE CHAIRMAN	2 00	X		X			0	0	0
THOMAS MORRIS TRUSTEE	0 00	X					0	0	0
L F PAYNE JR TRUSTEE	0 00	X					0	0	0
J H BINFORD PEAY III EX-OFFICIO TRUSTEE	0 00	X					0	0	0
THOMAS R PICKERING TRUSTEE	2 00	X					0	0	0
KURT A POLK TRUSTEE	0 00	X					0	0	0
JAMES R ROEBUCK JR EX-OFFICIO TRUSTEE	0 00	X					0	0	0
JACK RUDIN TRUSTEE	0 00	X					0	0	0
KENNETH P RUSCIO -EX OFFICO TRUSTEE	0 00	X					0	0	0
BRIAN D SHAW - EX-OFFICIO TRUSTEE PRESIDENT	50 00	X		X			235,262	0	35,113
OLIN L WETHINGTON TRUSTEE	4 00	X					0	0	0
JOHN B ADAMS JR BOARD CHAIRMAN	8 00	X		X			0	0	0
ROBERT J FITCH BOARD VICE CHAIRMAN	2 00	X		X			0	0	0
SHAWN BOYER TRUSTEE	0 00	X					0	0	0
PAUL D FRAIM EX-OFFICIO TRUSTEE	0 00	X					0	0	0
BERNARD C GRIGSBY II EX-OFFICIO TRUSTEE	0 00	X					0	0	0
CHARLES W PAYNE JR TRUSTEE	0 00	X					0	0	0
J STEWART BRYAN TRUSTEE	2 00	X					0	0	0

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Former Officer Or director Individual trustee Institutional trustee	Office Key employee Highest compensated employee						
WALTER H KANSTEINER III TRUSTEE	0 00	X					0	0	0
JAMES J WINN JR TRUSTEE	0 00	X					0	0	0
SAMUEL B WITT III TRUSTEE	0 00	X					0	0	0
CLIFFORD MILLER YONCE TRUSTEE	0 00	X					0	0	0
RICHARD F TIMMONS TRUSTEE	0 00	X					0	0	0
CAROL WHEELER BOARD SECRETARY	50 00		X				90,401	0	8,100

Software ID:

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